

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUP 125547

WUI 620976

MAURICE T. MOORE
WILLIAM B. MARSHALL
RALPH L. McAfee
ROYALL VICTOR
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY

DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE

COMMISSION-157A045

No.

Date JUN 5 1980

Fee \$ 10.00

ICC Washington, D. C.

RECEIVED

JUN 5 1 32 PM '80

I. C. C.
FEE OPERATION BR.

COUNSEL
CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

ROSWELL L. GILPATRICK
L. R. BRESLIN, JR.
GEORGE S. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON
ALLEN H. MERRILL

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-608-1421
TELEX: 8814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

June 5, 1980

Amendment Agreement No. 3 Dated as of May 30, 1980
Amending Equipment Trust Agreement
Filed under Recordation No. 11630

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Railbox Company for filing and recordation counterparts of the following document:

Amendment Agreement No. 3 dated as of May 30, 1980, between Mercantile-Safe Deposit and Trust Company, as Trustee, and Railbox Company, as Company.

Amendment Agreement No. 3 amends an Equipment Trust Agreement dated as of March 1, 1980, previously filed and recorded with the Interstate Commerce Commission on April 7, 1980, at 10:50 a.m., Recordation Number 11630, an Amendment Agreement dated as of April 10, 1980, previously filed and recorded with the Interstate Commerce Commission on April 21, 1980, at 2:05 p.m., Recordation Number 11630-A; and an Amendment Agreement No. 2 dated as of April 29, 1980, previously filed and recorded with the Interstate Commerce Commission on May 1, 1980, at 12:25 p.m., Recordation Number 11630-B.

Handwritten signature: Cravath
Handwritten signature: John H. Morse

Handwritten notes:
This one is 11630-C
Amendment Agreement No. 3 dated as of May 30, 1980, between Mercantile-Safe Deposit and Trust Company, as Trustee, and Railbox Company, as Company.

Amendment Agreement No. 3 amends Schedule I to the Equipment Trust Agreement to delete therefrom 290 FMC cars and to substitute 226 Pullman cars and 63 ACF cars.

→ Please file and record Amendment Agreement No. 3 submitted with this letter and assign it Recordation Number 11630-C.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for Amendment Agreement No. 3.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
as Agent for Railbox Company

Agatha L. Mergenovich,
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

6/5/80

OFFICE OF THE SECRETARY

Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/5/80** at **140 1:40pm**, and assigned re-recording number **(s). 11630-C**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 11630-C
FILED 1425

JUN 11 1980

Series 6A
[CS&M Ref. 2164-103]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT NO. 3 dated as of May 30, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation ("Trustee"), and RAILBOX COMPANY, a Delaware corporation ("Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of March 1, 1980 ("Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 7, 1980, at 10:50 a.m., and assigned recordation number 11630;

WHEREAS the parties hereto have entered into an Amendment Agreement dated as of April 10, 1980, and an Amendment Agreement No. 2 dated as of April 29, 1980 ("Amendment Agreements"), amending the Trust Agreement;

WHEREAS the Amendment Agreements were filed with the Interstate Commerce Commission on April 21, 1980, and May 1, 1980, respectively, and were assigned recordation numbers 11630-A and 11630-B, respectively;

WHEREAS the parties hereto desire to amend Schedule I of the Trust Agreement to delete therefrom 290 FMC Corporation 50'6", 70-ton capacity, general service box cars with 10' doors with car numbers 38030 through 38319 and to substitute therefor 226 Pullman Incorporated (Pullman Standard Division) 50'6", 70-ton capacity, general service box cars with 10' doors with car numbers 41174 through 41399 and 63 ACF, Incorporated 50'6", 70-ton capacity, general service box cars with 10' doors with car numbers 36060 through 36122; and

WHEREAS this substitution of Equipment is authorized by the second paragraph of Section 4.01 and Section 5.03 of the Trust Agreement without the consent of the Purchasers.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement No. 3 to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, Trustee,

by


Assistant Vice President

[Corporate Seal]

Attest:


Corporate Trust Officer

RAILBOX COMPANY,

by

Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

STATE OF MARYLAND,)
) ss.:
COUNTY OF BALTIMORE,)

On this *2nd* day of June 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia A. Hilow

[NOTARIAL SEAL]

My Commission expires: *7-1-82*



STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of June 1980, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

My Commission expires:

SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Whittaker Corpo- ration, Berwick Forge and Fabri- cating Division	186	40564-40749	XM
50'6", 70-ton capacity, general service box car with 10' door	PACCAR Inc	50	40200-40249	XM
50'6", 70-ton capacity, general service box car with 10' door	FMC Corporation	280	37750-38029	XM
50'6", 70-ton capacity, general service box car with 10' door	Pullman Incorporated (Pullman Standard Division)	1,250	40750-41399 43350-43949	XM
50'6", 70-ton capacity, general service box car with 10' door	ACF, Incorporated	28	33627, 33666 33673, 33675 33677, 33683 33689, 33695 33701, 33703 33740, 33838 33961, 34010 34014 34020, 34021 34035, 34049 34060, 34065 34073, 34084 34085, 34091 34093, 34094 34096	XM
		<u>373</u>	35750-36122	
		<u>2,167</u>		

AMENDMENT AGREEMENT NO. 3 dated as of May 30, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation ("Trustee"), and RAILBOX COMPANY, a Delaware corporation ("Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of March 1, 1980 ("Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 7, 1980, at 10:50 a.m., and assigned recordation number 11630;

WHEREAS the parties hereto have entered into an Amendment Agreement dated as of April 10, 1980, and an Amendment Agreement No. 2 dated as of April 29, 1980 ("Amendment Agreements"), amending the Trust Agreement;

WHEREAS the Amendment Agreements were filed with the Interstate Commerce Commission on April 21, 1980, and May 1, 1980, respectively, and were assigned recordation numbers 11630-A and 11630-B, respectively;

WHEREAS the parties hereto desire to amend Schedule I of the Trust Agreement to delete therefrom 290 FMC Corporation 50'6", 70-ton capacity, general service box cars with 10' doors with car numbers 38030 through 38319 and to substitute therefor 226 Pullman Incorporated (Pullman Standard Division) 50'6", 70-ton capacity, general service box cars with 10' doors with car numbers 41174 through 41399 and 63 ACF, Incorporated 50'6", 70-ton capacity, general service box cars with 10' doors with car numbers 36060 through 36122; and

WHEREAS this substitution of Equipment is authorized by the second paragraph of Section 4.01 and Section 5.03 of the Trust Agreement without the consent of the Purchasers.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement No. 3 to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, Trustee,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

RAILBOX COMPANY,

by

R. E. Quinn
Treasurer

[Corporate Seal]

Attest:

J. D. Marion
Assistant Secretary

STATE OF MARYLAND,)
) ss.:
COUNTY OF BALTIMORE,)

On this day of June 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

My Commission expires:

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this ^{3rd} day of June 1980, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

My Commission expires:

My Commission Expires December 27, 1983

SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Whittaker Corpo- ration, Berwick Forge and Fabri- cating Division	186	40564-40749	XM
50'6", 70-ton capacity, general service box car with 10' door	PACCAR Inc	50	40200-40249	XM
50'6", 70-ton capacity, general service box car with 10' door	FMC Corporation	280	37750-38029	XM
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		<u>2,167</u>		